

11-15-2004

Form PTO-1594
1-31-92

R



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patent

102881301

Submit the attached original documents or copy thereof.

11.9.04

1. Name of conveying party(ies):
Crompton Corporation

Individuals Association
 General Partnership - Limited Partnership
 Corporation-State - Delaware
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG New York Branch

Internal Address: _____

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10005

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation- _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other _____

Execution Date: August 16, 2004

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) SEE ATTACHED SCHEDULE A
2212984

Additional numbers attached? Yes No

Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Rachael Sanderson

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved 113

7. Total fee (37 CFR 3.41): \$ 2840.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
23-1705 (in event of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Rachael Sanderson Rachael Sanderson 11/9/04
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

11/12/2004 DBYRNE 00000051 2212984

01 FC:0521 40.00 DP
02 FC:0522 2600.00 DP

11/9/2004 11:50 AM (2K)
NEWYORK 4454549
rs-security interest cover sheet-crompton

TRADEMARK
REEL: 003075 FRAME: 0620

SCHEDULE A

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
1.	A LIFETIME OF PROCESS SUPPORT	2,212,984	12/22/1998		
2.	AGROL	1,457,119	9/15/1987		
3.	BARIUM PETRONATE	1,188,288	2/2/1982		
4.	BENOL [STYLIZED]	423,715	9/10/1946		
5.	BLANDOL	418,402	12/18/1945		
6.	BRITOL	2,614,994	9/3/2002		
7.	BZQ	866,033	3/11/1969		
8.	CALCIUM PETRONATE	984,262	5/21/1974		
9.	CARNATION	2,706,310	4/15/2003		
10.	COM-VAC	1,447,138	7/14/1987		
11.	CROMPTON	2,843,342	5/18/2004		
12.	CROMPTON & DESIGN	2,825,452	3/23/2004		
13.	D-S (AND ARROW DESIGN)	1,870,326	12/27/1994		
14.	D-S IN KEYSTONE	667,385	9/23/1958		
15.	DAVIS-STANDARD	2,351,805	5/23/2000		
16.	DAVIS-STANDARD	627,776	5/29/1956		
17.	DEO-BASE (STYLIZED)	300,910	2/14/1933		
18.	DISPERSO (STYLIZED)	600,214	1/4/1955		
19.	DITAP (STYLIZED)	2,482,330	8/28/2001		
20.	DRAPEX	938,406	7/25/1972		
21.	DSB	2,277,726	9/14/1999		
22.	DUAL-THERM	2,379,205	8/22/2000		
23.	EMULSEPT	411,369	1/16/1945		
24.	EMULSEPT (STYLIZED)]	413,686	5/8/1945		
25.	EPIC II	1,982,511	6/25/1996		
26.	ERVOL	848,509	5/7/1968		
27.	ESPERAL	1,213,704	10/26/1982		
28.	ESPERCARB	1,225,657	2/1/1983		
29.	ESPEROX	867,351	4/1/1969		
30.	EX-M-PLAR	1,171,233	9/29/1981		
31.	FIBERMASTER	1,004,475	2/11/1975		
32.	FLATPAK	1,412,040	10/7/1986		
33.	FOMREZ	651,899	9/24/1957		
34.	FOMREZ	1,374,445	12/10/1985		
35.	FOMREZ	706,829	11/8/1960		
36.	FONOLINE	297,067	8/30/1932		
37.	FREEZENE	301,870	3/21/1933		
38.	GEMINI	1,412,039	10/7/1986		
39.	GENOX	2,791,181	12/9/2003		
40.	GLORIA	1,091,665	5/23/1978		
41.	HES	1,523,808	2/7/1989		
42.	HI-POINT	1,274,012	4/17/1984		
43.	HIVALLOY	2,844,843	5/25/2004		
44.	HYBASE	642,468	3/12/1957		
45.	HYDROBRITE	2,478,851	8/21/2001		
46.	HYDROSLIP	2,376,454	8/15/2000		
47.	HYSTRENE	542,368	5/15/1951		
48.	INDUSTRENE	1,948,647	1/16/1996		
49.	INTERLOY	2,840,271	5/11/2004		
50.	KAYDOL (STYLIZED)	422,558	7/30/1946		
51.	KEMAMIDE	765,304	2/25/1964		
52.	KEMAMINE	765,303	2/25/1964		

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
53.	KEMESTER	789,866	5/25/1965		
54.	KEMESTER	1,245,697	7/19/1983		
55.	KEMSTRENE	726,410	1/16/1962		
56.	KEYCIDE	802,510	1/25/1966		
57.	KLEAROL	2,656,077	12/3/2002		
58.	KREMOL	661,553	5/13/1998		
59.	LOBASE	1,996,731	8/27/1996		
60.	LUBRACAL	862,587	12/31/1968		
61.	LUBRAZINC	862,586	12/31/1968		
62.	MARK	780,503	11/24/1964		
63.	MARK V	1416426	11/11/1986		
64.	MARK VI	1982519	6/25/1996		
65.	MARKSCREEN			78-257,976	6/04/2003
66.	MARKLEAR	2380460	8/29/2000		
67.	MARKLUBE	2389163	9/26/2000		
68.	MARKSTAT	939393	8/1/1972		
69.	MULTIWAX	1419622	12/9/1986		
70.	NEUSTRENE	658413	2/18/1998		
71.	NRM EXTRUSION	2039733	2/25/1997		
72.	PACOL	660936	4/29/1958		
73.	PERFECTA	2,680,067	1/28/2003		
74.	PERLATUM	1392068	5/6/1986		
75.	PETROFLOTE (STYLIZED)	595051	9/14/1954		
76.	PETRONATE (STYLIZED)	348440	7/27/1937		
77.	PLASTISCREW	797754	10/19/1965		
78.	PM	1682674	4/14/1992		
79.	PROTOL (STYLIZED)	423716	9/10/1946		
80.	PROTOPET	331928	1/28/1936		
81.	QUICKSET	711066	2/14/1961		
82.	RAMOL	799414	11/30/1965		
83.	RUDOL	1222255	1/4/1983		
84.	SCRAPPER	1692437	6/9/1992		
85.	SEENOX	1212045	10/12/1982		
86.	SEMTOL	852175	7/9/1968		
87.	SHER-DATA	1502028	8/30/1988		
88.	SHEROLATUM	661554	5/13/1958		
89.	SONNEBORN	1543129	6/13/1989		
90.	SONO JELL	851267	6/25/1968		
91.	SONOLUBE	2313610	2/1/2000		
92.	STARLIGHT	792482	7/13/1965		
93.	STERLING	1647206	6/11/1991		
94.	SUNISO			78-457,171	7/27/2004
95.	SUNISO [STYLIZED]	315719	8/7/1934		
96.	SUNOLITE	1031870	2/3/1996		
97.	SUPER BLUE			78-250,297	5/15/2003
98.	THE PARISON	2596337	7/16/2002		
99.	THERMATIC	700482	7/5/1960		
100.	TX ACID	856827	9/17/1968		
101.	ULTRAPHOS	819700	12/6/1966		
102.	UREX	810321	6/28/1966		
103.	USP	1278492	5/22/1984		
104.	USP-245	866032	3/11/1969		

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
105.	VIBRARIM			78-297,904	4/09/2003
106.	WESTON	2702620	4/1/2003		
107.	WITCO	843,420	1/30/1968		
108.	WITCO	811939	8/2/1966		
109.	WITCOBOND	951716	1/30/1973		
110.	WITCOBOND	919631	9/7/1971		
111.	WITCOGEL	1966472	4/9/1996		
112.	WITSOL	1233160	4/5/1983		
113.	WOODTRUDER	2504723	11/6/2001		

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Crompton Corporation, a Delaware corporation (the "Grantor") with principal offices at 199 Benson Road, Middlebury, Connecticut, 06762, hereby pledges and grants to Deutsche Bank AG New York Branch, a duly licensed branch of Deutsche Bank AG, a banking corporation organized and existing under the laws of the Federal Republic of Germany, with principal offices at 60 Wall Street, New York, New York 10005, as collateral agent for the equal and ratable benefit of the Lender Creditors (as defined in the Security Agreement referred to below) and as collateral agent for the equal and ratable benefit of the Secured Creditors (as defined in the Security Agreement referred to below) (in such capacities and (in either case) together with any successor collateral agent, the "Grantee"), a continuing security interest in all of the Grantor's right, title and interest in and to (i) the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses symbolized by the Marks and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the prompt payment and performance when due of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of August 16, 2004 (as amended, restated, modified and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant and reassigning its interest in the Marks to the Grantor.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
16th day of August, 2004.

CROMPTON CORPORATION, Grantor

By

Name:

Title:

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By _____

Name:

Title:

By _____

Name:

Title:

STATE OF CONNECTICUT
COUNTY OF New Haven) SS:

On this 11th day of August, 2004 before me personally came BARRY J. SHAINA
who, being by me duly sworn, did state as follows: that [s]he is SECRETARY of
CROMPTON CORPORATION, that [s]he is authorized to execute the foregoing Grant on
behalf of said Company and that [s]he did so by authority of the Board of Directors of said
Company.

Marie A. Cipriano
Notary Public

MARIE A. CIPRIANO
NOTARY PUBLIC
My Commission Expires April 30, 2005

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
16th day of August, 2004.

CROMPTON CORPORATION, Grantor

By _____
Name:
Title:

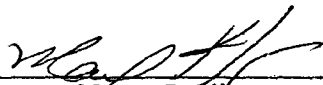
DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By Scottye Lindsey
Name: **Scottye Lindsey**
Title: **Director**

By Carin M. Keegan
Name:
Title: **Carin M. Keegan**
Vice President

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 16th day of August, 2004, before me personally came Carin M. Keegan and Scottye Lindsey who, being by me duly sworn, did state as follows: that[she is Vice President and he is Director of Deutsche Bank AG New York Branch, that they are authorized to execute the foregoing Grant on behalf of said corporation and that they did so by authority of the Board of Directors of said corporation.



Notary Public

MAY KAREN YIP DANIELS
Notary Public, State of New York
No. 01YI6111759
Qualified in New York County
Commission Expires June 20, 2008

SCHEDULE A

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
1.	A LIFETIME OF PROCESS SUPPORT	2,212,984	12/22/1998		
2.	AGROL	1,457,119	9/15/1987		
3.	BARIUM PETRONATE	1,188,288	2/2/1982		
4.	BENOL [STYLIZED]	423,715	9/10/1946		
5.	BLANDOL	418,402	12/18/1945		
6.	BRITOL	2,614,994	9/3/2002		
7.	BZQ	866,033	3/11/1969		
8.	CALCIUM PETRONATE	984,262	5/21/1974		
9.	CARNATION	2,706,310	4/15/2003		
10.	COM-VAC	1,447,138	7/14/1987		
11.	CROMPTON	2,843,342	5/18/2004		
12.	CROMPTON & DESIGN	2,825,452	3/23/2004		
13.	D-S (AND ARROW DESIGN)	1,870,326	12/27/1994		
14.	D-S IN KEYSTONE	667,385	9/23/1958		
15.	DAVIS-STANDARD	2,351,805	5/23/2000		
16.	DAVIS-STANDARD	627,776	5/29/1956		
17.	DEO-BASE (STYLIZED)	300,910	2/14/1933		
18.	DISPERSO (STYLIZED)	600,214	1/4/1955		
19.	DITAP (STYLIZED)	2,482,330	8/28/2001		
20.	DRAPEX	938,406	7/25/1972		
21.	DSB	2,277,726	9/14/1999		
22.	DUAL-THERM	2,379,205	8/22/2000		
23.	EMULSEPT	411,369	1/16/1945		
24.	EMULSEPT (STYLIZED)]	413,686	5/8/1945		
25.	EPIC II	1,982,511	6/25/1996		
26.	ERVOL	848,509	5/7/1968		
27.	ESPERAL	1,213,704	10/26/1982		
28.	ESPERCARB	1,225,657	2/1/1983		
29.	ESPEROX	867,351	4/1/1969		
30.	EX-M-PLAR	1,171,233	9/29/1981		
31.	FIBERMASTER	1,004,475	2/11/1975		
32.	FLATPAK	1,412,040	10/7/1986		
33.	FOMREZ	651,899	9/24/1957		
34.	FOMREZ	1,374,445	12/10/1985		
35.	FOMREZ	706,829	11/8/1960		
36.	FONOLINE	297,067	8/30/1932		
37.	FREEZENE	301,870	3/21/1933		
38.	GEMINI	1,412,039	10/7/1986		
39.	GENOX	2,791,181	12/9/2003		
40.	GLORIA	1,091,665	5/23/1978		
41.	HES	1,523,808	2/7/1989		
42.	HI-POINT	1,274,012	4/17/1984		
43.	HIVALLOY	2,844,843	5/25/2004		
44.	HYBASE	642,468	3/12/1957		
45.	HYDROBRITE	2,478,851	8/21/2001		
46.	HYDROSLIP	2,376,454	8/15/2000		
47.	HYSTRENE	542,368	5/15/1951		
48.	INDUSTRENE	1,948,647	1/16/1996		
49.	INTERLOY	2,840,271	5/11/2004		
50.	KAYDOL (STYLIZED)	422,558	7/30/1946		
51.	KEMAMIDE	765,304	2/25/1964		
52.	KEMAMINE	765,303	2/25/1964		

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
53.	KEMESTER	789,866	5/25/1965		
54.	KEMESTER	1,245,697	7/19/1983		
55.	KEMSTRENE	726,410	1/16/1962		
56.	KEYCIDE	802,510	1/25/1966		
57.	KLEAROL	2,656,077	12/3/2002		
58.	KREMOL	661,553	5/13/1998		
59.	LOBASE	1,996,731	8/27/1996		
60.	LUBRACAL	862,587	12/31/1968		
61.	LUBRAZINC	862,586	12/31/1968		
62.	MARK	780,503	11/24/1964		
63.	MARK V	1416426	11/11/1986		
64.	MARK VI	1982519	6/25/1996		
65.	MARKSCREEN			78-257,976	6/04/2003
66.	MARKLEAR	2380460	8/29/2000		
67.	MARKLUBE	2389163	9/26/2000		
68.	MARKSTAT	939393	8/1/1972		
69.	MULTIWAX	1419622	12/9/1986		
70.	NEUSTRENE	658413	2/18/1998		
71.	NRM EXTRUSION	2039733	2/25/1997		
72.	PACOL	660936	4/29/1958		
73.	PERFECTA	2,680,067	1/28/2003		
74.	PERLATUM	1392068	5/6/1986		
75.	PETROFLOTE (STYLIZED)	595051	9/14/1954		
76.	PETRONATE (STYLIZED)	348440	7/27/1937		
77.	PLASTISCREW	797754	10/19/1965		
78.	PM	1682674	4/14/1992		
79.	PROTOL (STYLIZED)	423716	9/10/1946		
80.	PROTOPET	331928	1/28/1936		
81.	QUICKSET	711066	2/14/1961		
82.	RAMOL	799414	11/30/1965		
83.	RUDOL	1222255	1/4/1983		
84.	SCRAPPER	1692437	6/9/1992		
85.	SEENOX	1212045	10/12/1982		
86.	SEMTOL	852175	7/9/1968		
87.	SHER-DATA	1502028	8/30/1988		
88.	SHEROLATUM	661554	5/13/1958		
89.	SONNEBORN	1543129	6/13/1989		
90.	SONO JELL	851267	6/25/1968		
91.	SONOLUBE	2313610	2/1/2000		
92.	STARLIGHT	792482	7/13/1965		
93.	STERLING	1647206	6/11/1991		
94.	SUNISO			78-457,171	7/27/2004
95.	SUNISO [STYLIZED]	315719	8/7/1934		
96.	SUNOLITE	1031870	2/3/1996		
97.	SUPER BLUE			78-250,297	5/15/2003
98.	THE PARISON	2596337	7/16/2002		
99.	THERMATIC	700482	7/5/1960		
100.	TX ACID	856827	9/17/1968		
101.	ULTRAPHOS	819700	12/6/1966		
102.	UREX	810321	6/28/1966		
103.	USP	1278492	5/22/1984		
104.	USP-245	866032	3/11/1969		

	Mark	Reg. No.	Reg. Date	Serial No.	Filing Date
105.	VIBRARIM			78-297,904	4/09/2003
106.	WESTON	2702620	4/1/2003		
107.	WITCO	843,420	1/30/1968		
108.	WITCO	811939	8/2/1966		
109.	WITCOBOND	951716	1/30/1973		
110.	WITCOBOND	919631	9/7/1971		
111.	WITCOGEL	1966472	4/9/1996		
112.	WITSOL	1233160	4/5/1983		
113.	WOODTRUDER	2504723	11/6/2001		